



For the Year Ending December 31, 2011
OF THE CONDITION AND AFFAIRS OF THE

NAIC Group Code	0000 (Current Period)	0000 (Prior Period)	NAIC Company Code	95814	Employer's ID Number	38-3123777
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Incorporated/Organized	01/01/1994		Commenced Business	01/01/1994		
Statutory Home Office	4700 Schaefer Road Ste. 340 (Street and Number)		Dearborn, MI 48126 (City or Town, State and Zip Code)			
Main Administrative Office			5050 Schaefer Road (Street and Number)			
	Dearborn, MI 48126 (City or Town, State and Zip Code)		(313)581-3700 (Area Code) (Telephone Number)			
Mail Address	4700 Schaefer Road Ste. 340 (Street and Number or P.O. Box)		Dearborn, MI 48126 (City or Town, State and Zip Code)			
Primary Location of Books and Records			4700 Schaefer Rd. Ste. 340 (Street and Number)			
	Dearborn, MI 48126 (City or Town, State and Zip Code)		(313)581-3700 (Area Code) (Telephone Number)			
Internet Website Address	www.midwesthealthplan.com					
Statutory Statement Contact	Allen A. Kessler, CPA (Name)		(313)586-6064 (Area Code)(Telephone Number)(Extension)			
	akessler@midwesthealthplan.com (E-Mail Address)		(313)581-8699 (Fax Number)			

OFFICERS

<u>Name</u>	<u>Title</u>
Mark Saffer DPM	President
Jeanne Dunk	Secretary #
Ronald Berry CPA	Treasurer #

OTHERS

Mark H. Tucker MD

Allen A. Kessler CPA

DIRECTORS OR TRUSTEES

Mark Saffer DPM
Jeanne Dunk #
John Lindsey

William Alvin #
Ronald Berry CPA #
Myra Gamble

State of Michigan
County of Wayne ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Mark Saffer	Jeanne Dunk	Ronald Berry
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this _____ day of _____, 2012	a. Is this an original filing? b. If no, <ol style="list-style-type: none"> 1. State the amendment number 2. Date filed 3. Number of pages attached 	Yes[X] No[] _____ _____ _____
_____ (Notary Public Signature)		

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
Group Subscribers:						
State of Michigan- Department of Community Health	1,300,000					1,300,000
0299997 Subtotal - Group Subscribers:	1,300,000					1,300,000
0299998 Premium due and unpaid not individually listed						
0299999 Total group	1,300,000					1,300,000
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 15) ..	1,300,000					1,300,000

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
Pharmaceutical Rebate Receivable	62,864					62,864
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables	62,864					62,864
0299998 Claim Overpayment Receivables - Not Individually Listed						
0299999 Subtotal - Claim Overpayment Receivables						
0399998 Loans and Advances to Providers - Not Individually Listed						
0399999 Subtotal - Loans and Advances to Providers						
0499998 Capitation Arrangement Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangement Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
Other Receivables						
Medicare Plan to Plan	239					239
0699998 Other Receivables - Not Individually Listed						
0699999 Subtotal - Other Receivables	239					239
0799999 Gross health care receivables	63,103					63,103

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Individually Listed Claims Unpaid						
Pharmacy Benefit Manager	1,276,361					1,276,361
HRA/GME/SNAF	9,233,581					9,233,581
0199999 Total - Individually Listed Claims Unpaid	10,509,942					10,509,942
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered						
0499999 Subtotals	10,509,942					10,509,942
0599999 Unreported claims and other claim reserves						16,589,349
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						27,099,291
0899999 Accrued Medical Incentive Pool and Bonus Amounts						1,099,875

21 Exhibit 5 - Amounts Due From Parent NONE

22 Exhibit 6 - Amounts Due to Parent NONE

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

		1	2	3	4	5	6
Payment Method		Direct Medical Expense Payment	Column 1 as a % of Total Payments	Total Members Covered	Column 3 as a % of Total Members	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:							
1.	Medical groups	7,918,687	3.679	33,373	44.474	128,131	7,790,556
2.	Intermediaries						
3.	All other providers	64,057,292	29.758			627,686	63,429,606
4.	TOTAL Capitation Payments	71,975,979	33.437	33,373	44.474	755,817	71,220,162
Other Payments:							
5.	Fee-for-service	11,692,577	5.432	X X X	X X X		11,692,577
6.	Contractual fee payments	127,682,538	59.316	X X X	X X X	863,736	126,818,803
7.	Bonus/withhold arrangements - fee-for-service			X X X	X X X		
8.	Bonus/withhold arrangements - contractual fee payments	3,908,386	1.816	X X X	X X X	59,450	3,848,936
9.	Non-contingent salaries			X X X	X X X		
10.	Aggregate cost arrangements			X X X	X X X		
11.	All other payments			X X X	X X X		
12.	TOTAL Other Payments	143,283,501	66.563	X X X	X X X	923,186	142,360,316
13.	TOTAL (Line 4 plus Line 12)	215,259,480	100.000	X X X	X X X	1,679,003	213,580,477

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
		N O N E			
9999999 Totals			X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment	232,412	.....	80,001	.....	152,411	.....
2.	Medical furniture, equipment and fixtures .....	.....	.....	.....	.....	.....	.....
3.	Pharmaceuticals and surgical supplies .....	.....	.....	.....	.....	.....	.....
4.	Durable medical equipment .....	.....	.....	.....	.....	.....	.....
5.	Other property and equipment	984,083	.....	563,540	.....	420,543	.....
6.	TOTAL	1,216,495	.....	643,541	.....	572,954	.....



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: Midwest Health Plan, Inc. 2. LOCATION:
BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR

NAIC Group Code 0000

NAIC Company Code 95814

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
TOTAL Members at end of:										
1. Prior Year	71,013							378	70,635	
2. First Quarter	72,977							376	72,601	
3. Second Quarter	73,300	172						372	72,756	
4. Third Quarter	73,927	420						363	73,144	
5. Current Year	75,040	506						455	74,079	
6. Current Year Member Months	884,601	2,662						4,599	877,340	
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	446,075	525						4,887	440,663	
8. Non-Physician	301,746	226						3,483	298,037	
9. TOTAL	747,821	751						8,370	738,700	
10. Hospital Patient Days Incurred	28,998	6						579	28,413	
11. Number of Inpatient Admissions	7,400	4						106	7,290	
12. Health Premiums Written (b)	266,202,905	205,617						5,626,062	260,371,226	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	266,202,905	205,617						5,626,062	260,371,226	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	215,259,480	84,685						7,857,545	207,317,251	
18. Amount Incurred for Provision of Health Care Services	217,087,957	96,775						3,939,777	213,051,406	

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....5,626,062



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:
BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR
NAIC Group Code 0000 NAIC Company Code 95814

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
TOTAL Members at end of:										
1. Prior Year	71,013							378	70,635	
2. First Quarter	72,977							376	72,601	
3. Second Quarter	73,300	172						372	72,756	
4. Third Quarter	73,927	420						363	73,144	
5. Current Year	75,040	506						455	74,079	
6. Current Year Member Months	884,601	2,662						4,599	877,340	
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	446,075	525						4,887	440,663	
8. Non-Physician	301,746	226						3,483	298,037	
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15. Health Premiums Earned	266,202,905	205,617						5,626,062	260,371,226	
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18. Amount Incurred for Provision of Health Care Services	217,087,957	96,775						3,939,777	213,051,406	

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....5,626,062

29 Grand Total

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	10	11	12
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsured	Domiciliary Jurisdiction	Type of Reinsurance Assumed	Premiums	Unearned Premiums	Reserve Liability Other Than for Unearned Premiums	Reinsurance Payable on Paid and Unpaid Losses	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
NONE											
0999999 Total (Sum of 0399999 and 0699999)

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by
Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Paid Losses	7 Unpaid Losses
0799999 Total - Life and Annuity .....					.....	.....
Accident and Health - Non-Affiliates - U.S. Non-Affiliates						
93572	43-1235868 ...	01/01/2011	RGA REINS CO	MO	74,250 .....	.....
67105	41-0451140 ...	01/01/2010	RELIASTAR LIFE INS CO	MN	36,602 .....	.....
1199999 Subtotal - Accident and Health - Non-Affiliates - U.S. Non-Affiliates					110,852 .....	.....
1399999 Total - Accident and Health - Non-Affiliates					110,852 .....	.....
1499999 Total - Accident and Health					110,852 .....	.....
1599999 Total U.S. (Sum of 0199999, 0499999, 0899999 and 1199999)					110,852 .....	.....
1699999 Total Non-U.S. (Sum of 0299999, 0599999, 0999999 and 1299999) .....					.....	.....
1799999 Total (Sum of 0799999 and 1499999)					110,852 .....	.....

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Domiciliary Jurisdiction	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates												
93572	43-1235868	01/01/2011	RGA REINS CO	MO	SSL/L/I	510,213						
0499999 Subtotal - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates						510,213						
0699999 Total - General Account - Authorized - Non-Affiliates						510,213						
0799999 Total - General Account Authorized						510,213						
1499999 Total - General Account - Unauthorized												
1599999 Total - General Account - Authrized and Unauthorized						510,213						
2299999 Total - Separate Accounts - Authorized												
2999999 Total - Separate Accounts - Unauthorized												
3099999 Total - Separate Accounts - Authorized and Unauthorized												
3199999 Total U.S. (Sum of 0199999, 0499999, 0899999, 1199999, 1699993, 1999999, 2399999 and 2699999)						510,213						
3299999 Total Non-U.S. (Sum of 0299999, 0599999, 0999999, 1299999, 1799999, 2099999, 2499999 and 2799999)												
3399999 Total (Sum of 1599999 and 3099999)						510,213						

SCHEDULE S - PART 4
Reinsurance Ceded To Unauthorized Companies

1	2	3	4	5	6	7	8	9	Letter of Credit Issuing or Confirming Bank (a)			13	14	15	16	17
									10	11	12					
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Totals (Cols. 5 + 6 + 7)	Letters of Credit	American Bankers Association (ABA) Routing Number	Letter of Credit Code	Bank Name	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Miscellaneous Balances (Credit)	Sum of Cols. 9+13+14 +15+16 But Not in Excess of Col. 8
2599999 Total (Sum of 1599999 and 2299999) X X X ...	. X X X .	..... X X X .....	.....	.....	.....	.....	.....

(a)

Code	American Bankers Association (ABA) Routing Number	NONE	
.....	

SCHEDULE S - PART 5
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2011	2 2010	3 2009	4 2008	5 2007
A. OPERATIONS ITEMS					
1. Premiums	1				
2. Title XVIII-Medicare	11	12	10	8	4
3. Title XIX - Medicaid	498	523	546	603	490
4. Commissions and reinsurance expense allowance					
5. TOTAL Hospital and Medical Expenses	217,028	203,845	186,491	167,137	147,302
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable			125		
8. Reinsurance recoverable on paid losses	111	416	125	64	461
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset					
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)					
13. Letters of credit (L)					
14. Trust agreements (T)					
15. Other (O)					

SCHEDULE S - PART 6
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	47,832,964		47,832,964
2. Accident and health premiums due and unpaid (Line 15)	1,300,000		1,300,000
3. Amounts recoverable from reinsurers (Line 16.1)	110,852	(110,852)	
4. Net credit for ceded reinsurance	X X X	110,852	110,852
5. All other admitted assets (Balance)	644,947	110,852	755,799
6. TOTAL Assets (Line 28)	49,888,763	110,852	49,999,616
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	27,099,291		27,099,291
8. Accrued medical incentive pool and bonus payments (Line 2)	1,099,875		1,099,875
9. Premiums received in advance (Line 8)			
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19)			
11. Reinsurance in unauthorized companies (Line 20)			
12. All other liabilities (Balance)	2,601,730		2,601,730
13. TOTAL Liabilities (Line 24)	30,800,896		30,800,896
14. TOTAL Capital and Surplus (Line 33)	19,087,867	X X X	19,087,867
15. TOTAL Liabilities, Capital and Surplus (Line 34)	49,888,763		49,888,763
NET CREDIT FOR CEDED REINSURANCE			
16. Claims unpaid			
17. Accrued medical incentive pool			
18. Premiums received in advance			
19. Reinsurance recoverable on paid losses	110,852		
20. Other ceded reinsurance recoverables			
21. TOTAL Ceded Reinsurance Recoverables	110,852		
22. Premiums receivable			
23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers			
24. Unauthorized reinsurance			
25. Other ceded reinsurance payables/offsets			
26. TOTAL Ceded Reinsurance Payables/Offsets			
27. TOTAL Net Credit for Ceded Reinsurance	110,852		

SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN
ALLOCATED BY STATES AND TERRITORIES

Direct Business only						
	1	2	3	4	5	6
States, Etc.	Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts	Totals
1. Alabama (AL)						
2. Alaska (AK)						
3. Arizona (AZ)						
4. Arkansas (AR)						
5. California (CA)						
6. Colorado (CO)						
7. Connecticut (CT)						
8. Delaware (DE)						
9. District of Columbia (DC)						
10. Florida (FL)						
11. Georgia (GA)						
12. Hawaii (HI)						
13. Idaho (ID)						
14. Illinois (IL)						
15. Indiana (IN)						
16. Iowa (IA)						
17. Kansas (KS)						
18. Kentucky (KY)						
19. Louisiana (LA)						
20. Maine (ME)						
21. Maryland (MD)						
22. Massachusetts (MA)						
23. Michigan (MI)						
24. Minnesota (MN)						
25. Mississippi (MS)						
26. Missouri (MO)						
27. Montana (MT)						
28. Nebraska (NE)						
29. Nevada (NV)						
30. New Hampshire (NH)						
31. New Jersey (NJ)						
32. New Mexico (NM)						
33. New York (NY)						
34. North Carolina (NC)						
35. North Dakota (ND)						
36. Ohio (OH)						
37. Oklahoma (OK)						
38. Oregon (OR)						
39. Pennsylvania (PA)						
40. Rhode Island (RI)						
41. South Carolina (SC)						
42. South Dakota (SD)						
43. Tennessee (TN)						
44. Texas (TX)						
45. Utah (UT)						
46. Vermont (VT)						
47. Virginia (VA)						
48. Washington (WA)						
49. West Virginia (WV)						
50. Wisconsin (WI)						
51. Wyoming (WY)						
52. American Samoa (AS)						
53. Guam (GU)						
54. Puerto Rico (PR)						
55. U.S. Virgin Islands (VI)						
56. Northern Mariana Islands (MP)						
57. Canada (CN)						
58. Aggregate other alien (OT)						
59. TOTALS						

NONE

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp- any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domic- iliary Loca- tion	Rela- tion- ship to Report- ing Entity	Directly Controlled by (Name of Entity / Person)	Type of Control Ownership, Board, Management, Attorney-in-Fact, Influence, Other	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
1311	Henry Ford Health System Group	95814	38-3123777				Midwest Health Plan, Inc	MI		Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	
		95844	382242827				Health Alliance Plan of Michigan	MI	UDP	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	382513504				HAP Preferred Inc		NIA	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	
1311	Henry Ford Health System Group	60134	38-3291563				Alliance Health and Life Insurance Company	MI	IA	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	
		00000	38-2651185				Administration System Research Group		NIA	Health Alliance Plan of Michigan	Ownership	66.7	Henry Ford Health System	
		00000	270449055				HAP Community Alliance Physicians Care Health Management		NIA	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	
		00000	38-1357020				Henry Ford Health System		UIP					
		00000	38-3497140				CuraNet Inc		NIA	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	
		00000	38-2791823				Henry Ford Wyandotte		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	38-2594841				First Optometry Vision Plans, Inc		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	38-1368330				Detroit Osteopathic Hospital		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	38-2947657				Henry Ford Macomb Hospital		NIA	Henry Ford Health System	Ownership	100.0	Henry Frod Health System	
		00000	38-3146042				PHO of Mercy Macomb		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	38-2679527				Horizon Properties Inc		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	38-2947657				Mercy Mt. Clemens Real Estate, LLC		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	38-2565235				Fairlane Health Services Corp		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	33-1210726				Neighborhood Development LLC		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	38-2433285				Henry Ford Continuing Care Corp		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	38-6553031				Henry Ford Health Care Corp		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	23-7383042				Self Funded Liability Plan		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	32-0306774				Henry Ford Health System Foundation		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	38-3232668				Henry Ford Physician Network		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	34-1877956				Northwest Detroit Dialysis		NIA	Henry Ford Health System	Ownership	56.3	Henry Ford Health System	
		00000	26-0423581				Dialysis Partners of NW Ohio		NIA	Henry Ford Health System	Ownership	57.0	Henry Ford Health System	
		00000	38-1378121				Macomb Regional Dialysis		NIA	Henry Ford Health System	Ownership	60.0	Henry Ford Health System	
		00000	90-0659735				Sha Realty Corp		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	26-3896897				Center for Senior Independence		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	38-3193008				Henry Ford West Bloomfield		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	38-3322462				Downriver Center for Oncology		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
		00000	38-2299059				P Cor, LLC		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	
							First Optometry Eye Care Centers, Inc		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	

Asterisk	Explanation
0000001	

SCHEDULE Y
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
95814	38-2243830	Rick Poston, DO, PC					376,110				376,110	
	38-3443779	SPS Woodbridge Company, LLC					1,740,000				1,740,000	
	38-2576638	Carpenter Medical Associates					160,000				160,000	
	20-0262421	Midwest Health AKM, Inc.					1,452,493				1,452,493	
	38-3123777	MIDWEST HEALTH PLAN INC	(35,000,000)				(7,033,095)				(42,033,095)	
		Farid Jano, M.D.	4,804,489								4,804,489	
	38-2342286	Midwest Health Center, PC					500,000				500,000	
		Rick Poston	9,555,227								9,555,227	
		Mark Saffer	9,555,227								9,555,227	
		Jack Shapiro	9,555,227								9,555,227	
95844		Robert Rubin	1,529,829				24,000				1,553,829	
	38-2242827	HEALTH ALLIANCE PLAN OF MI										
	38-1357020	Henry Ford Health System					2,106,673				2,106,673	
	38-2791823	Henry Ford Wyandotte Hospital					459,675				459,675	
	38-2947657	Henry Ford Macomb Hospital Corp					170,228				170,228	
	26-3896897	Henry Ford West Bloomfield Hospital					40,505				40,505	
	38-1368330	Henry Ford Warren Campus					1,250				1,250	
	38-1357020	Henry Ford Cottage					100				100	
	38-2433285	Henry Ford Continuing Care Corp					2,062				2,062	
	9999999	Control Totals	0				0		X X X		0	

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES
INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

- MARCH FILING
- 1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1? Yes
 - 2. Will an actuarial opinion be filed by March 1? Yes
 - 3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1? Yes
 - 4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1? Yes

- APRIL FILING
- 5. Will Management's Discussion and Analysis be filed by April 1? Yes
 - 6. Will the Supplemental Investment Risks Interrogatories be filed by April 1? Yes
 - 7. Will the Accident and Health Policy Experience Exhibit be filed by April 1? Yes

- JUNE FILING
- 8. Will an audited financial report be filed by June 1? Yes
 - 9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1? Yes

- AUGUST FILING
- 10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1? Yes

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

- MARCH FILING
- 11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1? No
 - 12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC? No
 - 13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC? No
 - 14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1? No
 - 15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? No
 - 16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? No
 - 17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1? No
 - 18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be file electronically with the NAIC by March 1? No
 - 19. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1? No
 - 20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1? No

- APRIL FILING
- 21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? No
 - 22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC? No
 - 23. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC? No
 - 24. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1? No
 - 25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1? No

- AUGUST FILING
- 26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? Yes

Explanations:

Bar Codes:

Medicare Supplement Insurance Experience Exhibit

9581420113600000 2011 Document Code: 360

Health Life Supplement

9581420112050000 2011 Document Code: 205

Health Property / Casualty Supplement

9581420112070000 2011 Document Code: 207

Schedule SIS

9581420114200000 2011 Document Code: 420

Actuarial Opinion on Participating and Non-Participating Policies

9581420113710000 2011 Document Code: 371

Statement of Non-Guaranteed Elements for Exhibit 5

9581420113700000 2011 Document Code: 370

Medicare Part D Coverage Supplement

9581420113650000 2011 Document Code: 365

Approval for Relief related to five-year rotation for lead Audit Partner

9581420112240000 2011 Document Code: 224

Approval for Relief related to one-year cooling off period for inde. CPA

9581420112250000 2011 Document Code: 225

Approval for Relief related to Require. for Audit Committees

9581420112260000 2011 Document Code: 226

SUPPLEMENTAL EXHIBITS AND SCHEDULES
INTERROGATORIES (continued)

LTC Supplemental Interrogatorries



9581420113060000

2011

Document Code: 306

Health Life Supplement - LHA Guaranty Association Reconciliation



95814201121100000

2011

Document Code: 211

Health Property/Casualty Supplement - Insurance Expense Exhibit



95814201121300000

2011

Document Code: 213

Supplemental Health Care Exhibit



95814201121600000

2011

Document Code: 216

Supplemental Health Care Exhibit's Expense Allocation Report



95814201121700000

2011

Document Code: 217

STATEMENT OF REVENUE AND EXPENSES

		Current Year		Prior Year
		1 Uncovered	2 Total	3 Total
0604.	Revenue - Other - Class Action Settlement Proceeds	X X X	32,549	.....
0605.	.....	X X X .....		.....
0697.	Summary of remaining write-ins for Line 6 (Lines 0604 through 0696)	X X X	32,549	.....

OVERFLOW PAGE FOR WRITE-INS

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
		Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
	Total									
0504. Revenue - Other Class Action Settlement Proceeds	32,549							32,549		X X X
0597. Summary of remaining write-ins for Line 5 (Lines 0504 through 0596)	32,549							32,549		X X X

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